



**Minutes of the Meeting of the Board of Directors**

**GEMS LEARNING TRUST**

**Wednesday 26<sup>th</sup> June 2019**

<b>Attendees</b>	<b>Role</b>
Dr Harry Ziman (Chair)	Chair, Director
Rony Valeny	Director
Jodie Croft	CEO & Director
Lara Robson	Director
Leah Perring	Director

<b>Apologies</b>	<b>Role</b>
Rowena Duff	Director
Danielle West	Director

**Part one: non-confidential**

<b>No.</b>	<b>Item</b>	<b>Comments/Questions</b>	<b>Action</b>
1	Apologies for absence and consent to absence	Apologies were sent in advance from RD. Sincere apologies to Danielle West who made herself available but was unable to dial into the meeting.	
2	Declarations of pecuniary interest/update business register/hospitality register	No new declarations.	
3	Review of Trust Board membership and DBS checks	<p>LR requested links from Atlantic data for DBS checks to be re-sent.</p> <p>HZ noted that the Trust was advertising for three new directors. The board agreed to open up these opportunities to parents of both schools. HZ emphasised that parents would be selected for their skill and expertise not as parent-body</p>	<p>BG to re-send all directors a link to renew DBS check- asap</p> <p>JC to invite all parents to apply for a directorship of the GLT – summer 2019</p>

		<p>representatives as the LABs perform this function</p> <p>JC noted HZ decision to hold all board meetings at TPA and all standards meetings at DPA to attract directors who are able to be physically present at meetings. LR asked for start time of meetings to be earlier than 2pm</p>	JC to ensure future board meetings start at 12pm
4	Review of Directors training requirements and induction arrangements for new Directors – Autumn training session	JC noted progress in selecting a speaker/lead for a GLT directors training session for Autumn 2019 to discuss strategy, vision and effective governance. HZ noted it might be better held once three new directors have joined the board to help induct them effectively.	JC to consider timing of GLT training day in light of new appointments
5	AOB non-confidential	None	
6	AOB confidential	None	
7	Review minutes* of the last meeting and matters arising (not on agenda)	The minutes were reviewed and approved.	
8	Receive Standards Committee Minutes*	<p>The minutes were received by directors. JC noted the recent Section 5 Ofsted Inspection of DPA and the resounding Outstanding judgements given in each category. JC said their praise of the school was effusive and genuine and noted excellent outcomes and rates of progress as well as high quality leadership, governance, teaching, behaviour, SMSC, curriculum and much more.</p> <p>HZ noted a terrific achievement by AA and her team and the success of the pervasive vision of the trust to achieve 2 outstanding judgements on 2 new schools who are still growing in pupil numbers and still hiring staff. LP noted that it is indeed a huge achievement of the Trust.</p> <p>JC noted that the Trust is addressing how we monitor progress and LP offered to share her insight with the committee and schools.</p>	JC to adapt data collection tools for both schools to include progress measures across groups.
9	Receive Principals' termly Dashboards, reports and data*	<p>The reports and documents were received by directors.</p> <p>LR noted that she was impressed DPA had increased in GD from last year and</p>	JS to update TPA Principals report and circulate to directors by email - asap

		<p>acknowledged the work that had gone into developing the children.</p> <p>LR noted less information in the some sections the TPAs principals report and asked for an updated version to be circulated by email</p>	
10	Receive Operations Committee Minutes*	<p>HZ queried the date of the Operations minutes circulated with the Board papers. JC noted deferral of recent operations committee to 25<sup>th</sup> June and will circulate recent minutes asap.</p> <p>RV asked whether JC is happy with level of expertise on Operations Committee. JC confirmed yes. RV asked JC to consider any gaps in external and internal resources.</p>	<p>JC to circulate deferred 10/06/2019 Operations Committee minutes asap</p>
11	Receive management accounts *	<p>The May management accounts were received by directors (on the 25<sup>th</sup> June).</p> <p>RV asked JC if there are any risks with receiving management accounts late in the month. JC agreed yes, however has procedures of checks and balances to ensure issues are detected quickly however quicker management accounts would support this process more effectively.</p> <p>LR asked for clarification on TPAs supply teacher costs. JC explained that they were higher due to a teacher leaving mid-year and being replace by a long term supply – kept on a supply rate to avoid agency fees (made permanent from Sept 1<sup>st</sup> 2019) LR noted that late management accounts may hinder keeping a finger on the pulse in aspects such as supply costs. JC explained the use of absence insurance for such incidences and the anomaly described above. The additional cost of supply at TPA has been offset by a reduction in the teaching budget.</p> <p>RV asked for management accounts to include a high level summary of key matters influencing any variances as well as a balance sheet and a cash flow.</p> <p>LR noted high sickness and absence at DPA. LP commented that this is fairly</p>	<p>JC to ensure management accounts are issued more timely, include a high level explanation of variances, a balance sheet and a cash flow.</p> <p>JC to ensure more meaningful benchmarks are included on management accounts</p> <p>JC to circulate benchmarking data for 17/18</p> <p>Directors to ask for additional information required in advance of meetings</p>

		<p>typical. JC noted use of absence insurance to support. LP noted certain staff can be covered and insurance need not be taken out on all staff. LR asked if savings could be made by pooling both schools' absence insurance.</p> <p>LR queried the benchmark information at the bottom of the management accounts. JC noted that this needs to be more self-explanatory.</p> <p>HZ asked if the operations committee had reviewed a benchmarking exercise of both schools income and expenditure. JC confirmed yes, across a wide range of aspects for 17/18.</p> <p>LR asked to see the benchmarking data. JC noted that the Operations committee review this information on behalf of the board to assist with their scrutiny and recommendations.</p>	
12	CEO report*	<p>JC presented her report and related briefing paper on Ofsted framework changes, which were noted by the committee.</p> <p>LP offered to share her school's curriculum audit tool.</p>	LP to share curriculum audit tool.
13	Approve 19/20 Annual budgets – TPA, DPA, GLT*	<p>JC noted the recommendation from the Operations Committee held on the 25<sup>th</sup> June 2019 to approve the annual budgets for DPA, TPA and GLT</p> <p>RV asked how the budgeting process works. JC explains schools are asked to gather quotes/costs for services/goods and to factor in pay increases and inflation for salaries. RV asked JC to include approved figures to compare to actuals in the future.</p> <p>LR asked how increases for staff salaries have been factored in. JC explained spreadsheet factors in inflation for 19/20 and pay increments for all staff (teachers shown on salary tab and support staff shown on line item called incremental drift).</p> <p>Directors approved the 19/20 budgets for DPA, TPA and GLT</p>	JC to include approved budgets in line with actuals in budgeting forecasts from 19/20 onwards

13	Approve Pay Policy*	<p>LR noted a typo on executive annual leave to be taken during school holidays not during term time.</p> <p>LR noted a lack of clarity over the sums involved in Recruitment and Retention allowances in the Pay Policy.</p> <p>Directors approved the Pay Policy subject to the amendments above.</p>	JC to rectify typing error on executive annual leave and the clarify the R&R allowance limits on the GLT Pay Policy
14	Receive internal audit report**	JC to circulate Internal Audit report to directors when issued.	JC to circulate Internal Audit report to directors when issued - asap
15	Receive LAB minutes (DPA* only (TPAs LAB rescheduled to 5 <sup>th</sup> July)	Directors received DPA's LAB minutes. HZ commended DPA and AA on the work done in the LAB and an excellent set of minutes and their praise for DPAs enrichment activities.	
16	Receive GDPR minutes*	<p>Directors received the GDPR minutes. HZ noted that he would like to continue to receive the minutes for the foreseeable future.</p> <p>HZ asked how confidential documents are destroyed. JC noted how carefully SENCOs, Office Managers and Principals are in handling sensitive data and that an Annual Data Deletion day is held in both school and data is treated according to statutory guidance..</p> <p>LR asked for an external GDPR audit to be conducted annually and to test staff responses to phishing and fraudulent requests and for subsequent reports to be sent to the board.</p>	BG to instruct annual external GDPR audits and reports.
17	Agree schedule for Trust Board, Committee business, terms of reference and delegation structures for the forthcoming year*	Directors approved the schedule of business for the full board, committees and LABs for 19/20.	
18	Review Trustee and Committee contribution	JC noted how well the committees contribute to the work of the board and thanked directors for engaging so well with the materials issued. HZ concurred with the significant amount of work carried out by trustees individually and collectively.	AA and JS to circulate annual calendars of school events/links to annual calendars and an open invitation to

		<p>LR noted that she had not met the staff or attended school events. JC noted that the LABs do this on behalf of the full board. LP suggested issuing directors with the annual calendar of events in each school and contacting Principals should they wish to visit. JC noted directors are welcome to arrive earlier to meetings or stay later if they wish to meet staff.</p>	<p>directors. Directors to confirm attendance with Principals if they wish to attend.</p> <p>Directors to indicate if they would like a tour of schools/meet school staff ahead of board meetings</p>
	AOB	<p>None. HZ thanked all for the hard work done and expressed his enjoyment at working with the team.</p>	